

ARTICLES OF INCORPORATION

FILED
In the Office of the
Secretary of State of Texas

OF

AUG 29 1989

THE PET PATROL

We, the undersigned natural persons of the age of eighteen (18) years or more, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporations.

ARTICLE ONE

Name

The name of the Corporation is The Pet Patrol

ARTICLE TWO

Nonprofit Corporation

The corporation is a nonprofit corporation.

ARTICLE THREE

Duration

The period of the Corporation's duration is perpetual.

ARTICLE FOUR

Purpose

Section 4.01. The Corporation is organized exclusively for charitable and education purposes as defined in Section 501(c)(3) of the Internal Revenue Code.

Section 4.02. Notwithstanding any other provisions of these Articles of Incorporation:

a. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no director, officer, or any private individual shall be entitled to share in the distribution on any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

b. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the

Internal Revenue Code and its Regulation as they now exist or as they may hereafter be amended, or by an organization, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

c. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

d. The corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate gain or profit and is organized for non-profit purposes.

ARTICLE FIVE Membership

The Corporation shall have no voting members.

ARTICLE SIX Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 1916 Kipling, Houston, Texas 77098, and the name of its initial registered agent is Victoria Williams.

ARTICLE SEVEN Directors

The number of Directors constituting the initial Board of Directors of the Corporation is four (4), and the names and addresses of these people who are to serve as the initial Directors are:

Name

1. Victoria Williams
President
2. Linda Lively, Vice
President
3. Nola Duffy, Treasurer
4. Suzanne Upshaw, Secretary



**ARTICLE EIGHT
Incorporation**

The names and street addresses of the incorporators are:

Name

1. Ms. Victoria Williams,
President
2. Ms. Linda Lively, Vice
President
3. Ms. Nola Duffy, Treasurer
4. Ms. Suzanne Upshaw, Secretary

**ARTICLE NINE
Indemnification**

The Corporation shall indemnify every director or officer or former director or officer of the Corporation against all judgments, penalties (including excise and similar taxes), fines, amounts paid in settlement with the view of avoiding the expense of litigation and reasonable expenses actually incurred in connection with any proceeding in which he or she was, is, or is threatened to be named defendant or respondent, or in which he or she was or is a witness without being named a defendant or respondent, by reason, in whole or in part, of his or her serving or having served in the capacity of a director or officer, or having been nominated or designated to serve if it is determined that he or she has conducted himself or herself in good faith, reasonably believed that his or her conduct was in the Corporation's best interest and in the case of a criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful, provided, however, no director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit, or proceeding or be liable to the corporation, (b) with respect to matters as to which he or she shall be adjudged in such action, suite or proceeding to be liable for negligence or intentional misconduct in performance of duty, (c) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the directors shall not deem reasonable payment, made primarily with a view to avoiding expense of litigation, (d) with respect to any matters in which he or she is found liable on the basis that personal benefit was improperly received by him or her, or (e) with respect to matters for which such indemnifications would be against public policy. A determination of indemnification shall be made by either a majority vote of a quorum consisting of directors who at the time of the vote are



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AND CELEBRATED

addresses
not
shown

NO EXCEPTIONS!
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not named defendants or respondents in the proceeding or by an independent legal counsel selected by the board of directors. Such rights of indemnification shall be in addition to any other rights to which directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of directors or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE TEN Limitation of Liability

No director shall be liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director of the corporation, except and only for the following:

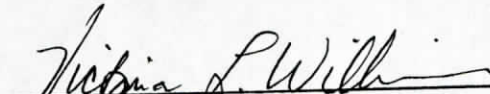
(a) A breach of the director's duty or loyalty to the Corporation;

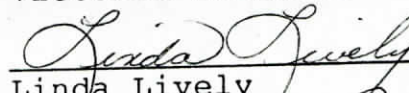
(b) An act or omission not in good faith by the director or an act or omission that involves intentional misconduct or knowing violation of the law by the director;

(c) A transaction from which the director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the director's office; or

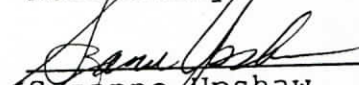
(d) An act or omission by the director for which liability is expressly provided for by statute.

IN WITNESS WHEREOF, the undersigned incorporators do hereby affix their signatures.


Victoria Williams


Linda Lively

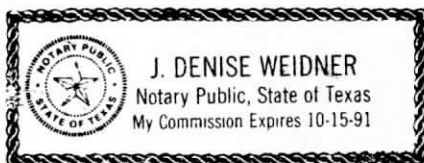

Nola Duffy

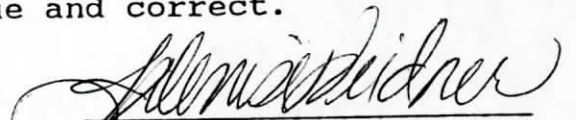

Suzanne Upshaw

STATE OF TEXAS) (

COUNTY OF HARRIS) (

Before me, a Notary Public, on this 25th day of August, 1989, personally appeared Victoria Williams, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true and correct.

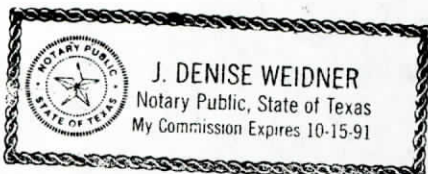


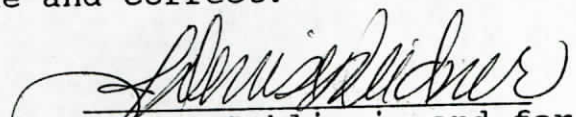

Notary Public in and for
the State of Texas

STATE OF TEXAS) (

COUNTY OF HARRIS) (

Before me, a Notary Public, on this 25th day of August, 1989, personally appeared Nola Duffy, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true and correct.

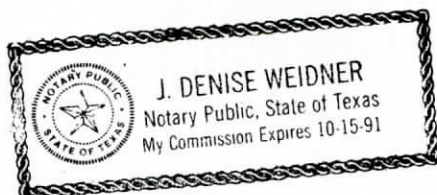


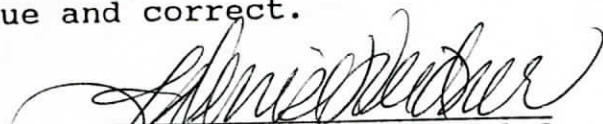

Notary Public in and for
the State of Texas

STATE OF TEXAS) (

COUNTY OF HARRIS) (

Before me, a Notary Public, on this 25th day of August, 1989, personally appeared Suzanne Upshaw, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true and correct.

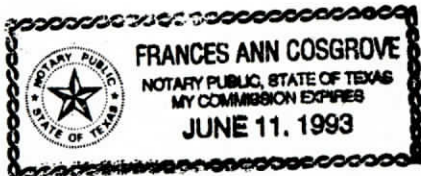



Notary Public in and for
the State of Texas

STATE OF TEXAS)(

COUNTY OF HARRIS)(

Before me, a Notary Public, on this 25th day of
August, 1989, personally appeared Linda E. Lively, who
being by me first duly sworn, declared that he is the person who
signed the foregoing document as an incorporator, and that the
statements therein contained are true and correct.



Frances Ann Cosgrove
Notary Public in and for
the State of Texas

STATE OF TEXAS)(

COUNTY OF HARRIS)(

Before me, a Notary Public, on this _____ day of
_____, 1989, personally appeared _____, who
being by me first duly sworn, declared that he is the person who
signed the foregoing document as an incorporator, and that the
statements therein contained are true and correct.

Notary Public in and for
the State of Texas

STATE OF TEXAS)(

COUNTY OF HARRIS)(

Before me, a Notary Public, on this _____ day of
_____, 1989, personally appeared _____, who
being by me first duly sworn, declared that he is the person who
signed the foregoing document as an incorporator, and that the
statements therein contained are true and correct.

Notary Public in and for
the State of Texas

Non-Profit



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION OF

THE PET PATROL

CHARTER NO. 1124971

The undersigned, as Secretary of State of the State of Texas, hereby certifies that Articles of Incorporation for the above corporation duly signed and verified pursuant to the provisions of the Texas Non-Profit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation and attaches hereto a copy of the Articles of Incorporation.

Dated AUGUST 29, 19 89.



Greg S. Bayne Jr.

Secretary of State

jvb

Internal Revenue Service
District Director

Department of the Treasury

1100 COMMERCE STREET
DALLAS, TX 75242-0000

APR 23 1990

Date:

THE PET PATROL
1916 KIPLING
HOUSTON, TX 77098

Employer Identification Number:
76-0300345

Contact Person:
EO TECHNICAL ASSISTOR

Contact Telephone Number:
(214) 767-3526

Accounting Period Ending:
December 31

Foundation Status Classification:
509(a)(1)

Advance Ruling Period Begins:
August 29, 1989

Advance Ruling Period Ends:
December 31, 1993

Addendum Applies:
No

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

Because you are a newly created organization, we are not now making a final determination of your foundation status under section 509(a) of the Code. However, we have determined that you can reasonably be expected to be a publicly supported organization described in sections 509(a)(1) and 170(b)(1)(A)(vi).

Accordingly, you will be treated as a publicly supported organization, and not as a private foundation, during an advance ruling period. This advance ruling period begins and ends on the dates shown above.

Within 90 days after the end of your advance ruling period, you must submit to us information needed to determine whether you have met the requirements of the applicable support test during the advance ruling period. If you establish that you have been a publicly supported organization, you will be classified as a section 509(a)(1) or 509(a)(2) organization as long as you continue to meet the requirements of the applicable support test. If you do not meet the public support requirements during the advance ruling period, you will be classified as a private foundation for future periods. Also, if you are classified as a private foundation, you will be treated as a private foundation from the date of your inception for purposes of sections 507(d) and 4940.

Grantors and contributors may rely on the determination that you are not a private foundation until 90 days after the end of your advance ruling period. If you submit the required information within the 90 days, grantors and contributors may continue to rely on the advance determination until the Service makes a final determination of your foundation status.

Letter 1045(DO/CG)

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
1100 COMMERCE STREET
DALLAS, TX 75242-0000

DEPARTMENT OF THE TREASURY

Date: JUN 10 1994

THE PET PATROL
PO BOX 980255
HOUSTON, TX 77098

Employer Identification Number:
76-0300345
Case Number:
754115044
Contact Person:
SHARI FLOWERS
Contact Telephone Number:
(214) 767-6023
Our Letter Dated:
April 23, 1990
Addendum Applies:
No

Dear Applicant:

This modifies our letter of the above date in which we stated that you would be treated as an organization that is not a private foundation until the expiration of your advance ruling period.

Your exempt status under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) is still in effect. Based on the information you submitted, we have determined that you are not a private foundation within the meaning of section 509(a) of the Code because you are an organization of the type described in section 509(a)(1) and 170(b)(1)(A)(vi).

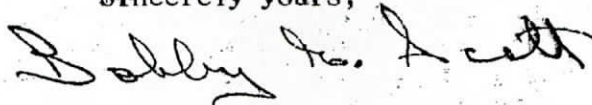
Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(1) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act, or the substantial or material change on the part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(1) organization.

If we have indicated in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Because this letter could help resolve any questions about your private foundation status, please keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown above.

Sincerely yours,



Bobby E. Scott
District Director



The State of Texas

Secretary of State

JULY 6, 1995

SANDRA SCURRIA, M.D.
1616 MARSHALL
HOUSTON ,TX 77006

RE:
THE PET PATROL

CHARTER NUMBER 01124971-01

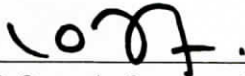
THIS IS TO ADVISE YOU THAT THE ABOVE REFERENCED CORPORATION'S REPORT REQUIRED BY ARTICLE 1396-9.01, TEXAS NON-PROFIT CORPORATION ACT, HAS BEEN FILED IN THIS OFFICE, AND YOUR REMITTANCE OF \$5.00 HAS BEEN APPLIED AS THE FILING FEE FOR SAME.

AS THE LAW DOES NOT PROVIDE FOR THE FURNISHING OF A CERTIFICATE OF FILING, THIS LETTER MAY BE USED AS EVIDENCE OF SUCH FILING.

SINCERELY,

CORPORATIONS SECTION
STATUTORY FILINGS DIVISION




Antonio O. Garza, Jr., Secretary of State



The State of Texas

Secretary of State

ANTONIO O. GARZA, JR.
SECRETARY OF STATE

CHARTER NO. 01124971-01
ARTICLE 9.01, T.N.P.C.A. REPORT
FILING FEE \$5.00

6-29-95
In pd. w/ personal
check # 3382

PURSUANT TO THE PROVISIONS OF ARTICLE 9.01 OF THE TEXAS NON-PROFIT CORPORATION ACT, THE UNDERSIGNED CORPORATION HEREBY FILES ITS REPORT SETTING FORTH:

1. THE NAME OF THE CORPORATION IS:

THE PET PATROL

2. IT IS INCORPORATED UNDER THE LAWS OF: TEXAS

3. THE STREET ADDRESS OF THE REGISTERED OFFICE OF THE CORPORATION IN THE STATE OF TEXAS IS: ~~1625~~ MARSHALL HOUSTON, TX 77006
(MAKE ANY CHANGES HERE) 1616

4. ITS REGISTERED AGENT AT SUCH ADDRESS IS: ~~VICTORIA WILLIAMS~~
(MAKE ANY CHANGES HERE) *Phon change to: Sandra Scurria, M.D.*

5. IF A FOREIGN CORPORATION, THE STREET ADDRESS OF THE STATE OR COUNTRY UNDER THE LAWS OF WHICH IT IS INCORPORATED IS:
N/A

6. THE NAMES AND RESPECTIVE ADDRESSES OF ITS OFFICERS ARE: (NAME AT LEAST 3)
NAME TITLE

Patrick O'Neil	President
Sandra Scurria	Secretary/Treasurer
Don Welch	Service Coordinator

7. THE FOREGOING INFORMATION IS GIVEN AS OF THE DATE OF THIS REPORT:

DATED June 29, 1995

The Pet Patrol
NAME OF CORPORATION
BY *Victoria L. Williams*
(SIGNATURE)
ITS *Registered Agent*
(TITLE OF OFFICER SIGNING)



ALL ARE WELCOME
AND CELEBRATED

addresses
not
shown

NO EXCEPTIONS!
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NOTE: ALL ITEMS MUST BE COMPLETED. MAKE CHANGES TO ITEMS 3 AND 4 AS NECESSARY. RETURN TO SECRETARY OF STATE, CORPORATIONS SECTION, P.O. BOX 13697, AUSTIN, TEXAS 78711-3697 WITH A \$5.00 FEE.



The State of Texas

Secretary of State

JUN 14, 1995

VICTORIA WILLIAMS, REGISTERED AGENT
THE PET PATROL
1623 MARSHALL
HOUSTON, TX 77006

RE: THE PET PATROL
CHARTER NO. 01124971-01

DEAR SIR OR MADAM:

YOU ARE HEREBY NOTIFIED THAT ARTICLE 1396-9.01, TEXAS NON-PROFIT CORPORATION ACT, REQUIRES NON-PROFIT CORPORATIONS TO FILE THE ATTACHED REPORT WITH THE SECRETARY OF STATE. THE FILING FEE IS \$5.00.

THE CORPORATION SHOULD RETURN ONE COPY OF THE REPORT TO THE SECRETARY OF STATE AND RETAIN THE OTHER COPY FOR ITS PERMANENT RECORDS.

FAILURE TO FILE THIS REPORT WITHIN 30 DAYS FROM THE ABOVE DATE WILL RESULT IN THE FORFEITURE OF THE CORPORATION'S RIGHT TO CONDUCT AFFAIRS IN THE STATE OF TEXAS. SUBSEQUENTLY, THE CORPORATION'S CHARTER WILL BE FORFEITED PURSUANT TO ARTICLE 1396-9.02E, TEXAS NON-PROFIT CORPORATION ACT.

IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CONTACT THIS OFFICE.

SINCERELY,

CORPORATIONS SECTION
STATUTORY FILINGS DIVISION

CERTIFICATE OF CORPORATE RESOLUTION

We, PATRICK O'NEIL, President, and SANDRA SCURRIA Secretary of THE PET PATROL, a corporation, do hereby certify that said corporation is duly organized and existing under the laws of the State of Texas; that all franchise and other taxes required to maintain its corporate existence have been paid when due and that no such taxes are delinquent; that no proceedings are pending for the forfeiture of its Certificate of Incorporation or for its dissolution, voluntarily or involuntarily; that it is duly qualified to do business in the State of Texas and is in good standing in such State; that there is no provision of the Articles of Incorporation or by-laws of said corporation limiting the power of the Board of Directors to pass the resolution set out below and that the same is in conformity with the provisions of said Articles of Incorporation and by-laws; that the Secretary is the keeper of the records and minutes of the proceedings of the Board of Directors of said corporation and that on the 15TH day of December, 1994, there was held a meeting of the Board of Directors of said corporation, which was duly called and held in accordance with the law and the by-laws of the corporation, at which meeting all of the Directors were present; and that at said meeting the following resolution was duly and legally passed and adopted and that the same has not been altered, amended, rescinded or repealed and is now in full force and effect:

It is resolved that THE PET PATROL establish a relationship with COMPASS BANK to set us VISA/MASTER CARD PRIVILEGES for our two fundraisers each year.

The account will be established by PATRICK O'NEIL, President and DELWIN D.FULLEN, Benefit Chairman

We further certify that the following persons are the officers of THE PET PATROL Corporation and are the persons authorized to act and sign the foregoing resolution:

PATRICK O'NEIL, President
SANDRA SCURRIA, Secretary

IN WITNESS WHEREOF, we have hereunto set our hands as President and Secretary, respectively, of said corporation and have attached hereto the official seal of said corporation, this 15th day of December, 1994.

(Corporate Seal)

PRESIDENT

PATRICK O'NEIL

SECRETARY

SANDRA SCURRIA

7 Original
1

BY-LAWS
OF
THE PET PATROL

ARTICLE I

OFFICES

Principal Office

1.01 The principal office of the corporation in the State of Texas shall be located in the City of Houston, County of Harris. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Registered Office and Registered Agent

1.02 The corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent, whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The principal office of the corporation in the State of Texas, and the address of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

BOARD OF DIRECTORS

General Powers

2.01 The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of Texas.

Number, Tenure and Qualifications

2.02 The Board of Directors shall consist of the duly elected President, Vice President, Secretary, Treasurer with no less than nine (9) and no greater than twenty-one (21) persons elected in accordance with the provisions of Article II.

Powers of Directors

2.03 All powers of the Corporation shall be exercised by or under authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

- (a) To select and remove any or all of the officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the By-laws, fix their compensation and require from them security for faithful service.

- (b) To conduct, manage and control the affairs and business of the corporation, as they may deem best.

Number and Term

2.04 The number of Directors which shall constitute the Board of Directors shall be no less than nine (9) and no more than twenty-one (21). The positions for Director shall be divided into three (3) classes of Directors and the terms of office shall be so constituted so as to provide that one class of Directors shall rotate off the Board of Directors each year and one class of Directors shall be elected each year; except that the inaugural board shall board shall serve from August 28, 1989 until the first annual meeting in January 1989, at which time they may be elected to serve in any of the classes described below.

The Directors shall serve for a term of three (3) years; except that one class shall have an initial term of four years and thereafter a term of three years, and one class shall have an initial term of two years, so that the terms of the members of the initial Board of Directors can be staggered as follows:

One-third (1/3) of the members shall be elected for a four-year term initially and then a three-year term thereafter;

One-third (1/3) of the members shall be elected for a three-year term; and

One-third (1/3) of the members shall be elected for a two-year term initially and then a three-year term thereafter.

Election of Directors

2.05 Directors shall be nominated and elected in the following manner:

At least sixty (60) days prior to each annual meeting, the Board shall appoint a nominating committee composed of three (3) members, one of whom shall be designated as Chairman of the committee. Such nominating committee shall present by written notice to the Directors, at least twenty-one (21) days prior to the annual meeting, a list of people nominated for election as Directors to succeed Directors whose terms expire at such annual meeting and to fill any other vacancies on the Board to be filled at such meeting. In making such nominations, the nominating committee may nominate only the number of people to be elected as Directors at such meeting or it may nominate a larger number. Additional nominations may be made at such annual meeting by Directors. The Directors shall elect from the people so nominated the number of Directors necessary to fill the vacancies caused by the expiration of the terms of those Directors whose terms expire at such annual meeting and any other vacancies on the Board to be filled at such meeting.

Directors shall be elected at and shall assume office at the close of the annual meeting at which there is an election declared and shall serve thereafter until their successors shall have been duly qualified and elected. Directors shall be elected by a majority vote of the board. A Director can serve an indefinite number of terms, however a Director may not be elected to

consecutive terms, but may serve more than three consecutive years, as provided for in the case of the inaugural board or to fill an unexpired term.

Regular Meetings

2.06 The annual meeting of the Board of Directors shall be held in January of each year with the date, time and place to be determined by the Board of Directors for the purpose of electing new members of the Board of Directors, to replace those members of the Board of Directors, to replace those members whose terms have expired and for the transaction of other business. The Board of Directors may provide by resolution the time and place either within or without the State of Texas, for the holding of additional regular meetings of the Board.

Special Meetings

2.07 Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. Any special meetings of the Board shall be held in Houston, Harris County, Texas.

Notice

2.08 Board members shall be given not less than thirty (30) days written notice of the annual meeting, such notice to be mailed or delivered to the last recorded address of each member of the Board of Directors. Special meetings, and regular meetings, will require a five (5) day notice, such notice may be written or verbal. The business to be transacted at the meeting need not be specified in the notice of such meeting, unless specifically required by law or these Bylaws.

Quorum

2.09 One-third of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Manner of Acting

2.10 The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Vacancies

2.11 Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Compensation

2.12 Directors, as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular

or special meeting of the Board, but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

Removal

2.13 A Director may be removed from office, for cause, by the vote of a majority of the Directors.

Informal Action by Directors

2.14 Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

ARTICLE III

OFFICERS

3.01 The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Election and Term of Office

3.02 The election of officers shall be held prior to the election of the members of the Board of Directors at the annual meeting. New offices may be created and filled at any meeting of the Board of Directors. The successor of an officer appointed to a newly created office must be elected by the voting members at the completion of the appointee's term. Unless his term is terminated earlier by death, resignation or removal as hereinafter provided, each officer shall hold office until his successor shall have been duly elected and shall have qualified. Officers of the corporation shall be elected on an annual basis and shall serve a one (1) year term.

Removal

3.03 Any officer may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best interest of the corporation would be served thereby.

Vacancies

3.04 A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors in its discretion for the unexpired portion of the term.

President

3.05 The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds contracts, or other instrument which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these By-laws, or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Vice President

3.06 In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President of Board of Directors.

Treasurer

3.07 If required by the Board of Directors, the Treasurer and any officers having check signing authority shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

The Treasurer shall supervise, direct the custody of and be responsible for all funds and securities of the corporation. He shall be responsible to the Board for supervising the giving of receipts for monies due and payable to the corporation from any source whatsoever, and the deposit of all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the officers and approved by the Board of Directors.

The Treasurer shall render a statement of the condition of the finances of the corporation at each regular meeting of the Board of Directors and render a financial report at the annual meeting of the corporation.

In general the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or the Board of Directors.

Secretary

3.08 The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these By-laws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-laws; keep a register of the post office address of each member which shall be furnished to the Secretary by each member; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

ARTICLE IV

COMMITTEES/ADVISORY BOARD

Committees of Directors

4.01 The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees and/or an Advisory Board from the community at large which committees and/or Advisory Board to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation. However, no such committee and/or Advisory Board shall have the authority of the Board of Directors in reference to amending, altering or repealing the By-laws, electing, appointing, or removing any member of any such committee or any Director or officer of the corporation; amending the Articles of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking the proceedings therefor; adopting a plan for the distribution of the assets of the corporation, or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed on it or him by law.

ARTICLE V

BOOKS AND RECORDS

5.01 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation shall be kept at the principal office of the corporation and may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time. The books and records of the corporation shall be audited each fiscal year by an audit committee selected

by the Board of Directors. Said audit shall be completed within ninety (90) days after the end of the corporation's fiscal year.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Contracts

6.01 The Board of Directors may authorize any officers or agents (but in no event less than two officers or agents) of the corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Checks, Drafts, Etc.

6.02 The Treasurer shall sign all corporation checks for payments due, except in the absence or inability of the Treasurer to act, then the President or Vice President shall sign the corporation checks until the Treasurer can assume the function or the Board of Directors appoint a new Treasurer. Checks for payments larger than \$500.00 will require a second signature of one of the following officers of the corporation; President, Vice President or Secretary, except in the absence or inability of the Treasurer to act, then any two of these officers shall sign the corporation checks.

Deposits

6.03 All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as selected by the officers and approved by the Board of Directors.

Gifts

6.04 The Board of Directors may accept on behalf of the corporation any contributions, gifts, bequests or devises for the general purposes or for any special purpose of the corporation.

ARTICLE VII

FISCAL YEAR

7.01 The fiscal year of the corporation shall begin on the first day of January and end on the last day in December in each year.

ARTICLE VIII

INDEMNIFICATION

8.01 No member or Director of the corporation now or hereafter elected shall be personally liable to the creditors of this corporation for any

indebtedness or liability thereof, and any and all creditors of this corporation shall look only to the assets of this corporation for payment. Except as otherwise limited by state or federal law, this corporation shall pay all expenses incurred by, and satisfy any judgment or fine rendered or levied against any person who is or has been a Director, officer or employee of this corporation in any action brought by a third party against such person (whether or not this corporation is joined as a third party defendant), to impose a liability or penalty on such person for an act alleged to have been committed or omitted by such person while a Director, officer or employee, or by this corporation, or by both, provided that the Board of Directors of this corporation determines in good faith that such Director, officer or employee was acting in good faith within what he reasonably believed to be the scope of his employment or authority and for a purpose which he reasonably believed to be in the best interests of the corporation. Payment provided for hereunder shall include amounts paid and expenses incurred in settling any such action or threatened action. This provision shall be construed to provide for such payments and indemnification to the fullest extent permitted by the provisions of Texas and Federal Law, including Chapter 42 of the Internal Revenue Code of 1954, as amended.

ARTICLE IX

AMENDMENTS TO BY-LAWS

9.01 These By-laws may be altered, amended or repealed and new By-laws may be adopted by a majority of a quorum of the Directors at any duly called regular meeting or special meeting, except that a by-law fixing or changing the number of Directors may be adopted, amended or repealed only by the vote or written consent of a majority of a quorum of the voting members of the corporation at any duly called regular meeting or special meeting. Notwithstanding the foregoing these By-laws may be adopted, amended or repealed at a regular or special meeting only if the notice therefor expressly provides that the adoption, amendment or repeal of these By-laws will be considered at the meeting and describes the amendment or amendments, if any.

ARTICLE X

DISPOSITION OF ASSETS

10.01 All the property of the corporation and accumulations thereof shall be held and administered to effectuate its purposes and in the event that any funds are received in any current year over and above current liabilities, such funds shall be held in the treasury of the corporation to be applied to the budget for the next year. In case of the liquidation, dissolution, or winding up of the corporation, whether voluntary, involuntary, or by operation of law, the assets of properties of the corporation shall be distributed in such manner as the Board of Directors of the association shall direct; provided however, that any such distribution shall be such as is calculated to be exclusively to carry out the purposes for which the corporation is formed, or for one or more other exempt purposes within the meaning of the applicable provisions of the Internal Revenue Code of 1954, as amended, or any other similar Federal Statute then in effect, and the rules and regulations pursuant thereto.